

# Tau Chapter

## PHI SIGMA KAPPA

Hanover, N. H.

The annual meeting of the Tau Association of Phi Sigma Kappa was called at Hanover, N. H., on May 11, 1921, at 7:00 P.M. Application being made to a Justice of the Peace, his warrant assayed and notice published three times in the Hanover Gazette, Elmer B. Harper presiding as temporary chairman.

Nathan P. Carver was sworn in as clerk by George M. French, a Justice of the Peace of the State of New Hampshire.

Proxies were counted and it was found that a majority vote of the total membership of 240 was on hand. A list of voters and proxies follows:

O'Hara	Hazelton	Omstead	Gould
Mitchell	Carter	James	Storer
Comstock	Sandy	Baker	Prentiss
McGrath	Cleaves	Libbey	Ryder
Ritter	McGraw	Fahey	R.E. Welch
Featherston	G.A.A. Rice	C. Bache-Wiig	C. Holbrook
Middlebrook	Hawley	H. Smith	J. Palmer
C.H. Foster	W. Hough	Tusting	C. Lawrence
F. Hill	Kunkle	Buck	F.I. Hutchins
Doyle	J. Bache-Wiig	F. Huntress	A. Andretta
Whitmer	Steiger	Hemenway	Schell
Ellis	F.H. Welch	Clarke	Stein
Glattfeld	S. Emerson	B. Hoban	Flemming
Hanson	Shepherd	Heald	Doe
Blake	Ransom	Stokes	Redfield
S. Lawrence	Judie	Van Dyne	Butler
Barstow	B. Patten	Sturtevant	Bean
C. Emerson	Archer	Riley	J. Salmonsens
Sherman	King	C. Walker	C.E. Rice
F. Anderson	R. Sprague	Streeter	March
M. Comstock	Howe	Nay	Garrison
Lewis	S. Andretta	Montgomery	McMillan
Pearson	Folger	Garland	Kelsy
Bowen	Hurd	Weld	Baldwin
Harper	Kenyon	Stearns	Canfield
F.A. Hutchins	Metzel	Mairs	Hamilton
McClure	Breen	Rahmanop	Harding
Gallagher	Kimball	Cooley	Height
Morse	Barnett	Carger	Farnham
Durham	C.W. Foster	Hull	Kirkbright
Sollitt	Tracy	Sheehy	Stickney
Larkin	G.M. French	H.F. Dunham	W. Huntress
W. Kimball	R. Holbrook	Firmin	Hickmott
Taylor	Hurley	Pearce	

It was moved by Taylor, one of the members of this corporation, that owing to the inadequacy and loss of most of the By-Laws of this corporation, all the By-Laws formulated heretofore

for this corporation whether of record or not be hereby repealed. (Seconded and unanimously passed by a vote by the majority present.)

Following By-Laws moved be adopted by majority vote:-

#### ARTICLE I.-Membership.

Every member of the Tau Chapter of Phi Sigma Kappa fraternity who is in good standing in the said chapter shall be a member of the corporation. Also any person whose subscription to the corporation to the amount of \$100.00 or more has been accepted and in part paid, shall thereupon be a member of the corporation.

#### ARTICLE II.-Officers.

The officers of the corporation shall be, the President, Vice-President, Clerk, Treasurer and a board of five directors who shall constitute the Board of Governors, and an auditing committee of two members.

#### ARTICLE III.- Meetings.

Section 1. The annual meeting shall be held on the second Wednesday in May at such hour and place in Hanover as the Clerk shall designate in a written notice mailed at least ten days in advance to all corporation members living outside of said Hanover, and a copy of said notice posted in Hanover.

Sect. 2. A special meeting may be called by the Board of Governors at any time upon a written notice being mailed seven days in advance to all members of the corporation residing outside of Hanover and a copy of said notice posted at Hanover.

Sect. 3. The Board of Governors may meet at the request of three of its members, submitted to the clerk, which number shall constitute a quorum, at such time and place as the clerk may designate either within or without the State. The notice must be given all its members as seasonably as possible but need not be in writing.

## ARTICLE IV-Election of Officers.

The officers of the corporation shall be elected by ballot at the annual meeting by plurality vote, to serve for the term of one year. Twenty-five members present in person shall constitute a quorum.

## ARTICLE V.-Duties of Officers.

Duties of President and Vice-President.

Section 1. It shall be the duty of the President to preside at all meetings of the corporation and the board of Governors. He shall sign all deeds, mortgages, notes and instruments under seal. In the event of his absence or inability the Vice-president may assume all the powers and perform all the duties of the President. In the absence of both, the corporation may elect a member to act as President pro tempore.

Duties of Clerk.

Sect. 2. It shall be the duty of the Clerk to keep the records of the corporation in books belonging to it, to issue all notices of meetings, to note the proceedings of the same, to enter them upon the minute book, and to cause to be published all notices which require publication. The Clerk shall also conduct the general correspondence of the corporation and of the Board of Governors, and shall have the custody of the records of the corporation. He shall be exempt from membership dues to the fraternity and in addition may be paid for his services as may be approved by the Board of Governors. He must be a bona fide resident of New Hampshire.

Duties of Treasurer.

Sect. 3. The Treasurer shall collect, and under the direction of the Board of Governors, disburse the corporation funds. He shall keep the funds of the corporation deposited in the name of the corporation in some bank approved by the Board of Governors. He shall keep the accounts of the corporation in books belonging to it, which shall be open to

the inspection of the Board of Governors and the Auditing Committee. He shall have the custody of the seal, and shall sign all deeds, mortgages and other sealed instruments and all promissory notes. In general he shall have such powers as usually pertain to this office and shall perform such duties as may be imposed upon him by the Board of Governors. At the discretion of a majority of the Board of Governors he shall be exempt from fraternity dues, and a majority of the Board of Governors may authorize compensating his services.

#### Duties of Board of Governors.

Sect. 4. The affairs of the corporation shall be managed by the Board of Governors. It shall, subject to the By-Laws, and to such limitations and instructions as may be prescribed by the corporation, exercise the general superintendence over the affairs of the corporation, control and manage its property, with the power to delegate its executive powers to the Treasurer and President of the corporation in matters of financing, constructing, building and maintaining a new house for the corporation.

#### ARTICLE VI.-Membership Voting Certificates.

For the purpose of raising money to build a new house for the use of the fraternity and for corporation meetings, an issue of voting membership certificates is authorized. These certificates shall be of such form and device as the Board of Governors shall select and each shall be signed by the President and countersigned by the Treasurer of the corporation. One certificate shall be issued to each subscriber who pledges one hundred dollars to the corporation for its building fund and make a partial payment thereon, and one additional certificate in like manner for each additional one hundred dollars pledged shall be issued. These certificates shall be negotiable with the consent and transfer on the books of the corporation and entitle the holder to one vote at any corporation meeting for each certificate held by him. These certificates do not represent a share

of capital stock but certify the holder's membership in the corporation and constitute his written evidence of voting power and his right to share in proportion to his voting power in the corporation's capital upon a dissolution of the corporation and the payment of its liabilities.

#### ARTICLE VII.- Proxies.

The Clerk is authorized to issue written proxies in blank to all members of the corporation before each meeting, which upon being returned duly signed may be voted at any corporation meeting.

#### ARTICLE VIII.- Audits.

An auditing committee of two shall be elected annually by the Board of Governors whose duty it shall be to audit the accounts of the corporation treasurer and submit a report of the same to the Board of Governors as soon as it is completed.

#### ARTICLE IX.- Additional Committees.

The Board of Governors may appoint such other committees from time to time as it may deem expedient.

#### ARTICLE X.- Changes in By-Laws.

All questions upon the construction of the By-Laws shall be decided by the Board of Governors. By-Laws may be made, altered, amended or repealed by a majority vote of all the members of the corporation at any meeting held, provided notice of the general nature of the proposed action was stated in the call for the meeting.

Amendments to "ARTICLES OF AGREEMENT OF THE TAU ASSOCIATION OF PHI SIGMA KAPPA" moved, seconded and passed by a unanimous vote of the majority present:

1. That Article 1 of said articles of agreement be amended by striking out the words "The" and "association" and adding the word "corporation" so as to read "The name of this corporation shall be Tau Corporation of Phi Sigma Kappa."

2. That article 2 of said articles of agreement be amended by striking out the figures \$30,000. 00/100 in the second line of said article and inserting the figures \$100,000., so that the article as amended shall read:

Article 2: The object for which this corporation is established is to hold real property not to exceed \$100,000 in value; to maintain a society for intellectual, physical, and social improvement of its members.

ELECTION OF OFFICERS by a Plurality Vote.

President- William C. Huntress, c/o Chamberlain Huntress Co., 332-340 Main Street, Fitchburg, Mass.

Vice-President- George M. French, French & French, Lawyers, Nashua, N. H.

Clerk- Nathan P. Carver, Hanover, N. H.

Treasurer- Joseph B. Folger, Hanover, N. H.

Five Directors-

- (1) Arthur Anderson, 243 Everett Street, East Boston, Mass.
- (2) Henry Van Dyne, Troy, Pa.
- (3) Ralph Buck, Richmond, Vt., or Atlas Sales Corp., 10 High Street, Boston, Mass.
- (4) Raymond R. Taylor, 86 Leonard Street, New York, N.Y.
- (5) Lindsley B. Schell, c/o Carver & Schell, 110 State Street, Boston, Mass.

Announcement of subscription fund for new house by Huntress. \$13,900 raised.

Discussion of new house proposition.

Motion for adjournment of meeting.

Meeting called again.

On account of conflicting laws of the town of Hanover, Clerk Carver resigns and Mr. H. F. Dunham of Hanover, N. H., is elected in his place.

Meeting adjourned till next regular meeting.

I hereby certify that I was duly elected Clerk of The Tau Association of Phi Sigma Kappa; that the above is a true and correct copy of an extract from the minutes of the proceedings held at the annual meeting of said corporation held in the office of the corporation on the 11th of May, 1921, at 7 o'clock P.M.

In Witness Whereof, I have hereunto affixed my signature and the seal of said corporation, the town of Hanover, N. H., on this the 8th day of July, 1921.

(Corporate Seal)

Howard P. Dunham Clerk.

(Seal)

State of New Hampshire,  
Office of Secretary of State,  
Concord, July 11, 1921.

A true record:

*Edwin C. Bacon*  
Secretary of State.